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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.,

Debtors.¹

JPA NO. 111 CO., LTD. and
JPA NO. 49 CO., LTD.,

Plaintiffs,

v.

FITZWALTER CAPITAL PARTNERS
(FINANCIAL TRADING) LIMITED,

Defendant.

Chapter 11

Case No.: 21-12075 (DSJ)

(Jointly Administered)

Adv. Pro. No. 22-01004 (DSJ)

**AMENDED AGENDA FOR HEARING FOR MATTERS SCHEDULED
TO BE HEARD ON MARCH 14, 2022 AT 11:00 AM
(VIA ZOOM FOR GOVERNMENT)**

Time and Date of Hearing: March 14, 2022 at 11:00 a.m.
(prevailing Eastern Time)

Location of Hearing: Judge David S. Jones, Courtroom 501
United States Bankruptcy Court,
Southern District of New York
One Bowling Green
New York, NY 10004

¹ The Debtors in these Chapter 11 cases are: JPA No. 111 Co., Ltd. and JPA No. 49 Co., Ltd. The Debtors' corporate address is Kasumigaseki Common Gate West Tower, 3-2-1 Kasumigaseki, Chiyoda-Ku, Tokyo 100-0013, JAPAN.

Hearing Attendance Instructions:

The Hearing will be conducted Via Zoom for Government. Those wishing to appear before the Bankruptcy Court at the Omnibus Hearing must register their appearance by utilizing the Electronic Appearance portal located at the Bankruptcy Court's website: <https://ecf.nysb.uscourts.gov/cgi-bin/nysbAppearances.pl>. Appearances must be entered no later than **March 11, 2022 at 4:00 p.m. (Prevailing Eastern Time)**. In addition, Gen. Ord. M-543, along with other temporary procedures implemented by the Bankruptcy Court in connection with the COVID-19 pandemic (including electronic filing procedures for *pro se* parties) can be found by visiting www.nysb.uscourts.gov (the "Bankruptcy Court's Website") and clicking on the "Coronavirus COVID-19 Protocol" banner.

Copies of Motions:

Copies of each of the related pleadings can be viewed and/or obtained by: (i) accessing the Bankruptcy Court's Website for a fee, or (ii) contacting the Office of the Clerk of the United States Bankruptcy Court, Southern District of New York. Please note that a PACER password is required to access documents on the Bankruptcy Court's Website.

Note: Bolded items listed below reflect additional filings added to the Agenda.

I. STATUS CONFERENCE (Adv. Pro. No. 22-01004)

1. *Notice of Status Conference Scheduled for March 14, 2022 at 11:00 A.M. [Docket No. 138].*

Related Documents:

- (a) *Complaint for Declaratory and Injunctive Relief, Recovery of Damages, and Related Relief* [Docket No. 1].
- (b) *Debtors' Motion for Injunctive Relief and Sanctions* [Docket No. 3].
- (c) *Opening Brief in Support of Debtors' Motion for Injunctive Relief and Sanctions* [Docket No. 4].
- (d) *Declaration of Heinrich Loechteken in Support of Debtors' Motion for Injunctive Relief and Sanctions* [Docket No. 5].
- (e) *Notice of (I) Adjournment of Hearing Sine Die on Debtors' Motion for Injunctive Relief and Sanctions; and (II) Scheduling of Status Conference for March 14, 2022 at 11:00 A.M. [Docket No. 9].*

(f) Notice of Presentment of Stipulation and Agreed Order [Docket No. 13].

Status: This matter is going forward solely as a status conference as it relates to the above-referenced adversary proceeding.

II. CONTESTED MATTERS

A. Debtors' Sale Motion

1. *Debtors' Application for Entry of Orders: (I)(A) Approving Bidding Procedures Relating to the Sale of Substantially All of the Debtors' Assets; (B) Establishing Stalking Horse Bidders and Bid Protections; (C) Approving Procedures of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Authorizing Enforcement Actions; I Scheduling an Auction and a Sale Hearing; and (F) Approving the Form and Manner of Notice thereof; and (II)(A) Approving the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (B) Granting Related Relief [Docket No. 21].*

Objection Deadline (Initial): 4:00 p.m. (ET) on February 17, 2022, for Objections to Sales Based upon the Terms of the Stalking Horse Purchase Agreement (as modified by Debtors' Statement Responding to this Court's Inquiries Regarding the Debtors' Motion to Approve Bidding Procedures, dated January, 28, 2022 [Docket No. 90] (the "Debtors' Statement")) and the General Sale Terms.

Replies/Responses:

- (a) *FitzWalter Capital (Trading Partner) Limited's Response to the Debtors' Statement Responding to This Court's Inquiries [Docket No. 91].*
- (b) *Objection and Reservation of Rights of JLPS Leasing Uranus Limited and JLPS Leasing Draco Limited to Proposed Sale of Purchased Asset [Docket No. 118].*
- (c) *Declaration of Sidney P. Levinson in Support of Objection and Reservation of Rights of JLPS Leasing Uranus Limited and JLPS Leasing Draco Limited to Proposed Sale of Purchased Assets [Docket No. 119].*
- (d) *FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Sale Objection to Motion to Proposed Sale [Docket No. 120].*
- (e) *Declaration of Zachary Russell in Support of FitzWalter Capital Partners (Financial Trading) Limited's Sale Objection [Docket No. 121]*

- (f) *Notice of Corrected Filing Regarding Exhibit Eight to the Declaration of Zachary Russell In Support of FitzWalter Capital Partners (Financial Trading) Limited's Sale Objection [Docket No. 126].*
- (g) *Debtors' Omnibus Reply to the Objections of FitzWalter Capital Partners (Financial Trading) Limited and the Intermediate Lessors Regarding the Proposed Sale [Docket No. 130].*
- (h) *Declaration of Jared C. Borriello in Support of Debtors' Omnibus Reply to the Objections of FitzWalter Capital Partners (Financial Trading) Limited and the Intermediate Lessors Regarding the Proposed Sale [Docket No. 131].*
- (i) *JP Lease Products & Services Co. Ltd's Statement in Support of the Debtors' Application for Entry of Orders: (I)(A) Approving Bidding Procedures Relating to the Sale of Substantially All of the Debtors' Assets; (B) Establishing Stalking Horse Bidders and Bid Protections; (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Authorizing Enforcement Actions; I Scheduling an Auction and a Sale Hearing; and (F) Approving the Form and Manner of Notice Thereof; and (II)(A) Approving the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (B) Granting Related Relief and in support of the Debtors' Omnibus Reply to the Objections of FitzWalter Capital Partners (Financial Trading) Limited and the Intermediate Lessors Regarding the Proposed Sale [Docket No. 132].*
- (j) *Objection and Reservation of Rights of JLPS Leasing Uranus Limited and JLPS Leasing Draco Limited to Proposed Assumption and Assignment of Certain Executory Contracts in Connection with Proposed Sale [Docket No. 139].*
- (k) *Supplemental Declaration of Sidney P. Levinson in Support of Objection and Reservation of Rights of JLPS Leasing Uranus Limited and JLPS Leasing Draco Limited to Proposed Assumption and Assignment of Certain Executory Contracts in Connection with Proposed Sale [Docket No. 140].*
- (l) *FitzWalter Capital Partners (Financial Trading) Limited's Joinder to Objection and Reservation of Rights of JLPS Leasing Uranus Limited and JLPS Leasing Draco Limited to Proposed Assumption and Assignment of Certain Executory Contracts in Connection with Proposed Sale [Docket No. 141].*
- (m) *FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors' 506/502 Motion and Response to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 152].*
- (n) ***Debtors' Reply to FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors 506/502 Motion and Response***

to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 154].

Related Documents:

- (a) *Declaration of Heinrich Loechteken in Support of Debtors' Application for Entry of Orders: (I)(A) Approving Bidding Procedures Relating to the Sale of Substantially All of the Debtors' Assets et al., [Docket No. 44].*
- (b) *Declaration of Francis Tregear QC in Support of Debtors' Reply to the Objection of Fitzwalter in Further Support of Their Application for Entry of Orders, Inter Alia, Approving Bidding Procedures Relating to the Sale of Substantially All of the Debtors' Assets [Dkt. No. 68-1].*
- (c) *Declaration of Akhil Shah in Support of Creditor FitzWalter Capital Partners (Financial Trading) Limited's Motion to Dismiss or Abstain From Hearing These Chapter 11 Cases and Preliminary Objection of FitzWalter Capital Partners (Financial Trading) Limited to Debtors' Application for Entry of Orders (I)(A) Approving Bidding Procedures Relating to the Sale of Substantially All of the Debtor's Assets; (B) Establishing Stalking Horse Bidders and Bid Protections; (C) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Authorizing Enforcement Actions; et al., [Docket No. 79].*
- (d) *Statement Responding to This Court's Inquiries Regarding Debtors' Motion to Approve Bidding Procedures [Docket No. 90].*
- (e) *Corrected Order Signed on 2/7/2022 (A) Approving Bidding Procedures relating to the Sale of Substantially All of the Debtors' Assets; (B) Establishing Stalking Horse Bidders and Approving Bid Protections; (C) Approving Procedures of the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; (D) Authorizing Enforcement Actions; I Scheduling an Auction and a Sale Hearing; and (F) Approving the Form and Manner of Notice Thereof. [Docket No. 102].*
- (f) *Notice of Proposed Assumption and Assignment of Certain Executory Contracts in Connection with Proposed Sale [Docket No. 104].*
- (g) *Notice of Proposed Sale of Purchased Assets [Docket No. 116].*
- (h) *Notice of Cancellation of Auction and Designation of Stalking Horse Bidder as Successful Bidder Pursuant to Revised Stalking Horse Bid [Docket No. 149].*
- (i) *Capitol Reef LLC and Isle Royale LLC's Statement of Support of Debtors' Motions for Entry of Orders (I)(A) Approving the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (B) Granting Related Relief [Related to Docket No. 21]; and (II)(A) Determining Secured Claims of Prepetition Credit Facilities or (B) In the*

Alternative, Estimating Amount of Claims Asserted by Fitzwalter Capital Partners (Financial Trading) Limited and Its Affiliates [Related to Docket No. 136] [Docket No. 157].

- (j) *Statement of JP Lease Products & Services Co. Ltd. in Support of (A) Debtors Sale Motion and (B) Debtors Motion to (I) Determine Amount of Allowed Secured Claims Under Prepetition Credit Facilities and (II) in the Alternative, Estimating Amount of Claims Asserted by FitzWalter Capital Partners (Financial Trading) Limited and its Affiliates [Docket No. 158].*
- (k) *Notice of Filing of (I) Revised Stalking Horse Purchase Agreement and (II) Revised Proposed Sale Order in Connection with the Debtors' Proposed Sale [Docket No. 159].*
- (l) *Declaration of Heinrich Loechteken in Support of Order (A) Approving the Proposed Sale of the Debtors' Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (B) Granting Related Relief [Docket No. 160].*
- (m) *Notice of Executory Contracts Which the Debtors Have Determined Not to Assume in Connection with Proposed Sale (Attachment: (1) Ex A: Schedule of Contracts Determined Not to Be Assumed; and (2) Ex B: Schedule of Remaining Contracts)[Docket No. 161].*
- (n) *Statement in Support of (A) Debtors' Sale Motion, (B) Motion for Entry of an Order (I) Determining Secured Claims of Prepetition Credit Facilities Or (II) In The Alternative, Estimating Amount of Claims Asserted by FitzWalter Capital Partners (Financial Trading) Limited and Its Affiliates, and (C) Debtors' Reply to FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors' 506/502 Motion And Response to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 162].*
- (o) *Notice of Presentment of Stipulation and Agreed Order [Docket No. 163].*

Objection Deadline (Final): 12:00 p.m. (ET) on March 10, 2022, for Objections to Successful Bid (Objections Limited to Identity of Successful Bidder and to any Deviations from the Terms of the Stalking Horse Purchase Agreement (as modified by Debtors' Statement)).

Responses/Replies: None.

Related Documents: None.

Status: This matter is going forward on a contested basis.

B. Debtor's Estimation Motion

1. Notice of Hearing and Motion of the Debtors for Entry of an Order
(I) Determining Secured Claims of Prepetition Credit Facilities or (II) In the Alternative, Estimating Amount of Claims Asserted by FitzWalter Capital Partners (Financial Trading) Limited and its Affiliates [Docket No. 136].

Objection Deadline: March 10, 2022 at 12:00 P.M. (ET)

Responses / Replies:

- (a) *FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors' 506/502 Motion and Response to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 152].*
- (b) *Debtors' Reply to FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors 506/502 Motion and Response to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 154].*

Related Documents:

- (c) *Declaration of Jared C. Borriello in Support of Motion of the Debtors for Entry of an Order (I) Determining Secured Claims of Prepetition Credit Facilities or (II) in the Alternative, Estimating Amount of Claims Asserted by FitzWalter Capital Partners (Financial Trading) Limited and its Affiliates [Docket No. 137].*
- (d) *Capitol Reef LLC and Isle Royale LLC's Statement of Support of Debtors' Motions for Entry of Orders (I)(A) Approving the Sale of the Purchased Assets Free and Clear of All Liens, Claims, Interests, and Encumbrances; and (B) Granting Related Relief [Related to Docket No. 21]; and (II)(A) Determining Secured Claims of Prepetition Credit Facilities or (B) In the Alternative, Estimating Amount of Claims Asserted by Fitzwalter Capital Partners (Financial Trading) Limited and Its Affiliates [Related to Docket No. 136] [Docket No. 157].*
- (e) *Statement of JP Lease Products & Services Co. Ltd. in Support of (A) Debtors Sale Motion and (B) Debtors Motion to (I) Determine Amount of Allowed Secured Claims Under Prepetition Credit Facilities and (II) in the Alternative, Estimating Amount of Claims Asserted by FitzWalter Capital Partners (Financial Trading) Limited and its Affiliates [Docket No. 158].*
- (f) *Statement in Support of (A) Debtors' Sale Motion, (B) Motion for Entry of an Order (I) Determining Secured Claims of Prepetition Credit Facilities Or (II) In The Alternative, Estimating Amount of Claims Asserted by*

FitzWalter Capital Partners (Financial Trading) Limited and Its Affiliates, and (C) Debtors' Reply to FitzWalter Capital Partners (Financial Trading) Limited's Preliminary Objection to Debtors' 506/502 Motion And Response to Debtors' Reply in Support of Sale Motion and JPL's Statement in Support of Sale Motion [Docket No. 162].

(g) Notice of Presentment of Stipulation and Agreed Order [Docket No. 13].

Status: This matter is going forward on a contested basis as part of the hearing on the Sale.

Dated: New York, New York
March 14, 2022

JPA NO. 111 CO., LTD. and
JPA No. 49 CO., LTD.
Debtors and Debtors in Possession
By their Counsel
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